



May 16, 2011

City of Scranton Composite Pension Trust Board  
Attn: Ms. Roseann Novembrino, City Controller  
City Hall, 2nd Floor  
340 North Washington Avenue  
Scranton, PA 18503

Re: Response to Request for Proposal

Dear Ms. Novembrino:

BNY Mellon is pleased to enclose our response to the Request for Proposal. As you know, BNY Mellon served as trustee and investment manager from 1992 through 2000, and again for the current contract period which is expiring.

We appreciate the confidence you have placed in us and we are proud of our service during this period. We also provided excellent service to the retirees of the City of Scranton. We would be delighted to continue our longstanding relationship with the City of Scranton.

We are available to answer any questions or provide follow-up information as required.

Thank you for your consideration of BNY Mellon.

Sincerely,

A handwritten signature in blue ink, reading "Gerald R. Brazil". The signature is fluid and cursive, with the first name "Gerald" and last name "Brazil" clearly distinguishable.

Gerald R. Brazil  
First Vice President

Enclosures – 17 Copies of RFP Response

**THE BANK OF NEW YORK MELLON**  
**RESPONSE TO REQUEST FOR PROPOSAL FOR:**  
**THE CITY OF SCRANTON COMPOSITE PENSION TRUST**

**MAY 16, 2011**

**Contact Person:**

**Jerry Brazil**  
**First Vice President**  
**BNY Mellon Center, Suite 4131**  
**Pittsburgh, PA 15258-0001**  
**Telephone: 570-348-9747**  
**Fax: 412-234-8468**  
**Email: [jerry.brazil@bnymellon.com](mailto:jerry.brazil@bnymellon.com)**



**BNY MELLON**  
**ASSET MANAGEMENT**

## TABLE OF CONTENTS

RESPONSE TO REQUEST FOR PROPOSAL	TAB I
INVESTMENT PERFORMANCE EXHIBITS	TAB II
FEE EXHIBIT	TAB III
APPENDIX	TAB IV
• Affirmative Action Certification	
• Certificate of Non-Segregated Facilities	
• Non-Collusion Affidavit	
• Act 44 Affidavit	

TAB I

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RESPONSE TO REQUEST FOR PROPOSAL

**THE BANK OF NEW YORK MELLON**

**RESPONSE TO REQUEST FOR PROPOSAL FOR:**

**THE CITY OF SCRANTON COMPOSITE PENSION TRUST**

**MAY 16, 2011**

## **RFP PART II -- INFORMATION REQUIRED FROM OFFERORS**

Offerors' proposals must be submitted in the format outlined below. To be considered, the proposal must respond to all requirements in this part of the RFP. Any other information thought to be relevant, but not applicable to the enumerated categories, should be provided as an appendix to the proposal.

**1. STATEMENT OF THE PROBLEM.** Describe in succinct terms your understanding of the problem presented or the service required by this RFP.

It is our understanding that the City of Scranton requires the following services for its Composite Pension Fund:

- Trustee & Custodian
- Investment Management
- Pension Disbursements
- 1099R Processing
- Monthly Trust Reports
- Master Trust Accounting
- Consulting and monitoring services
- Quarterly Performance Reviews

The above services are to be delivered in order to maximize the benefits to the participants of the plans while minimizing the cost of managing and administering the plans. All services to be provided must meet the highest standards of service.

**2. MANAGEMENT SUMMARY** Include a narrative description of the proposed effort and a list of the items to be delivered or services to be provided.

The Bank of New York Mellon ("BNY Mellon") and its subsidiaries will perform all necessary functions to meet the goals and objectives of the City of Scranton. These services include but are not limited to the following:

As Trustee, Investment Manager and Custodian, BNY Mellon will:

- receive all contributions and allocate them to their respective trust
- collect all interest, dividends and income due the trust
- automatically invest and reinvest all cash balances daily for no additional fee
- accept full responsibility for day to day management of the assets in accordance with the established objectives of the plan, its investment policy, economic factors and other factors which may impact the objectives of the funds
- accept full responsibility for the custody and safekeeping of all assets of the trust



- prepare and submit monthly master trust reports including separate monthly reporting for transactions only for the individual trusts as the information pertains to ACT 205
- prepare and disburse pension checks in accordance with the specifics of each trust, including semi-monthly and monthly processing
- accept full responsibility as the Trustee and its duties as defined under ERISA

**3. WORK PLAN.** Describe in narrative form your plan for accomplishing the work. If more than one approach is apparent, comment on why you chose this approach. Include a proposed time schedule from start to completion.

BNY Mellon was honored to serve as Trustee from 1992 through 2000, and again for the current period. We are intimately familiar with the requirements to service the pension plans for the City of Scranton.

We currently provide ongoing management of the trust assets to meet the changing needs of the plan. On an ongoing basis, BNY Mellon reviews the investment policy to maximize returns consistent with the City's objectives and risk tolerances. The asset allocation and investment products used are reviewed on a regular basis to ensure they are appropriate given the objectives, risk and goals of the plans.

We are particularly sensitive to the needs of retirees and view them as customers of BNY Mellon.

As we are currently serving in the capacity of investment manager, our core advisory and due diligence process would remain intact in its current form.

**4. PRIOR EXPERIENCE.** Include the firm's experience providing investment services to local government pension plans. Specifically describe similar engagements and define scope of engagement and description of recommendations. Experience shown should be work done by that of your company. Studies or projects referred to should be identified and the name of the customer shown, including the name, address, and telephone number of the responsible official of the customer, company, or agency who may be contacted.

BNY Mellon has considerable experience dealing with governmental and public pension funds. Provided below is a sample of representative clients which receive similar services as those being solicited in this RFP:

Client	Services	Contact
Wilkes-Barre City	Investment Management Custody	Laura Brace City Hall Wilkes-Barre PA 18702 (570) 826-8230
City of Winter Park	Investment Management Custody	Jeffrey C. Templeton 9154 Lake Burkett Drive Orlando, FL 32817 (407) 758-3490

Fairview Township	Investment Management Custody Pension Disbursements	Steve Smith 599 Lewisberry Road New Cumberland PA 17070 (717) 901-5215
Lower Swatara Township	Investment Management Custody Pension Disbursements	Marylou Rittner 1499 Spring Garden Drive Middletown, PA 17057 (717) 939-9377

**5. PERSONNEL.** Include the number of executive and professional personnel who will be engaged in the work. Show where these personnel will be physically located during the time they are engaged in the work. Provide names and a short biography and include education and experience in investing pension funds both government and non-government. Please include details concerning any prior experience providing pension trust to Pennsylvania municipal pension plans. Indicate the responsibilities that each will have in this project (be sure to designate the project manager), and how long each has been with your company. It is understood that if different personnel are assigned to the project that the City would be notified and their biographies will be provided and the City would approve the assignment.

The primary BNY Mellon team that will continue to serve the City of Scranton's plan is as follows. *Note that this team has remained unchanged throughout the current contract period.*

Relationship Manager: Jerry Brazil  
Client Service Officer: Mary Blumm  
Client Portfolio Manager: Donald Brown  
Investment Strategist: Al Trezza

### **Biographies**

#### **Gerald R. Brazil**

#### ***Director - Relationship Management, Client Service and Operations***

Jerry's team provides comprehensive support services for institutional accounts and defined benefit plans. Prior to joining BNY Mellon, Jerry worked for an employee benefits and actuarial consulting firm. He has more than twenty-five years of experience in the employee benefit and investment fields.

He holds a Bachelor of Science Degree in Business Administration from Bloomsburg University. He is also a graduate of The Institute for Employee Benefit Studies program in Philadelphia. He is a registered principal with MBSC Securities Corporation maintaining Series 6, 7, 63 and 26 licenses.



**Donald Brown, CFA**  
***Senior Client Portfolio Manager***

Don joined Mellon Bank in 1986 in master trust and defined contribution trust marketing working with plan sponsors across the country. He joined the client service area in 1996 and assumed his present position in 1999. In the 12-years before joining Mellon, he worked for Ford Motor Company, Pepsi Cola Company, CompuServe, Inc. and Prime Computer. Don has a Bachelor of Science degree from the University of Pittsburgh. He has also received a Master of Business Administration degree from the Katz Graduate School of Business at the University of Pittsburgh. He is also a registered representative, holding Series 6, 7 and 63 licenses. Don is a member of the CFA Society of Pittsburgh.

**Mary Blumm**  
***Senior Client Service Officer***

As Senior Client Service Officer, Mary serves as the primary contact. With over 30 years in the employee benefits trust business, she has extensive experience with defined benefit and defined contribution plans sponsored by corporations, non-profit organizations, municipalities and unions. Before resuming her current role in May 2005 Mary served as a Relationship Manager, with overall responsibility for large client relationships from 2001 to 2005.

Prior to joining Mellon in 1983, Mary held similar positions at Midlantic National Bank and The Bank of New Jersey, where she began her banking career in 1971.

Mary received her Associate of Science Degree in Business Administration-Finance from Camden County College; and, she holds the Certified Employee Benefit Specialist (CEBS) designation.

**Albert R. Trezza, CFA, ASA**  
***Associate Director - Investment Strategy***

Al is an Associate Director of Investment Strategy within BNY Mellon Asset Management. He has assisted in the development of BNY Mellon's proprietary asset/liability models. Al has prepared these models for plan sponsors and fiduciaries of defined benefit plans (corporate and public), endowments, foundations, charitable gift annuity pools and multiemployer pension plans. He has also worked with plan sponsors in the development, implementation and monitoring of Liability Driven Investing (LDI) strategies.

Al has authored several white papers covering topics such as pension reform, cash balance plans, and dynamic investment strategies. He is currently serving on the Financial Literacy Subcommittee of the CFA Society of Pittsburgh. Al is a CFA charter holder, an Associate of the Society of Actuaries, and has a BS in Mathematics from Allegheny College.

**6. TRAINING.** If appropriate, indicate recommended training of City personnel. Include the need for training, who should be trained, and the type and extent of this training. Additionally, are there information technology requirements that would have to be coordinated between the proposer and the City of Scranton. (e.g. Computer software program applications or compatibility.)

We do not believe that training is necessary for the services as outlined in the RFP. In the event the City feels training is necessary, BNY Mellon will provide all necessary training.

**7. RELATIONSHIPS** The proposal must give a clear statement of the relationship of the firm and/or its principals with, or knowledge of, any officials or employees of the City or with the Pension Plan Administrator, Thomas J. Anderson & Associates and Beyer Barber Actuarial Consultants. Clearly state this relationship or knowledge.

Note: The proposal should also include a clear statement of involvement, either formal or informal, that your firm has with the current plan management consultant and advisor, BNY Mellon Asset Management.

BNY Mellon is familiar with Thomas J. Anderson & Associates, and Beyer Barber Actuarial Consultants as a direct result of having worked with them during the years that BNY Mellon served as Trustee and Investment Manager. Other than an overlap of certain clients, there is no relationship with either of these firms.

**8. REPORT/WORKING DOCUMENTS.** The proposal should clearly describe the type and number of performance reports that will be provided and the type and number of presentations that are proposed for the performance report. (See Part IV 'Scope of Services' for requirements.)

As part of our standard services, BNY Mellon will provide in-depth quarterly investment performance reviews, monthly master trust statements and all other reports as specified in Part IV 'Scope of Services'.

**9. AFFIDAVITS.** The City requires the following affidavits to be filed with the RFP:

Non-collusion Affidavit  
Affirmative Action Certification  
Certificate of Non-Segregated Facilities  
Act 44 Affidavit

A separate affidavit set is required for each bidder if the RFP is jointly bid. Sample forms are attached to this RFP.

**>> See Affidavit and Certification Section of the RFP<<**

**10. CITY'S PROFESSIONAL SERVICES CONTRACT.** The successful bidder will be required to sign the City's standard professional services contract.

BNY Mellon will sign the City's standard professional services contract subject to our review.



## **RFP PART IV - SCOPE OF SERVICES**

**1. GENERAL.** It is up to the firm submitting a proposal to develop and present a more detailed scope of work as part of the proposal. The detailed scope of work proposed, at minimum, should be designed to accomplish the goals of this RFP, and fully address the primary elements listed below.

Please refer to our responses to questions 1 and 2 above. BNY Mellon is fully prepared to deliver a comprehensive set of services as outlined in the RFP.

**2. BACKGROUND.** Please give a brief history of your company and your parent company, if applicable. Please provide names and background information on the key personnel of your firm who will work with our board.

The Bank of New York Mellon Corporation ("BNY Mellon") was formed in July 2007, when The Bank of New York Company, Inc. and Mellon Financial Corporation merged into a new company. The combination of these two holding companies rich in history, vision and performance has created a global financial services growth company unmatched in its commitment to asset management and servicing.

### ***The Bank of New York Company, Inc.***

The Bank of New York Company, Inc.'s history began on February 23, 1784, with a small advertisement in *The New York Packet*, announcing plans to start New York's first bank. A meeting was held the next evening at which prominent New York citizens launched The Bank of New York, our earliest predecessor institution.

Alexander Hamilton, a highly respected New York attorney and future statesman, was enlisted to write the new bank's constitution. He became the individual most actively involved in the organization of The Bank of New York, guiding it through its early stages, and leaving a lasting imprint on the organization it would become.

### ***Mellon Financial Corporation***

Eighty-five years later and 370 miles away, Thomas Mellon, a retired judge who years earlier had immigrated to the United States from County Tyrone, Ireland, had an expansive vision of his own. Joining with his sons Andrew and Richard, he founded T. Mellon and Sons' Bank. The private banking house opened at 145 Smithfield Street in Pittsburgh in 1869.

T. Mellon and Sons would invest capital with visionaries like Henry Clay Frick, whose steel manufacturing company was the predecessor to U.S. Steel. Mellon also invested early in future giants such as Alcoa and Westinghouse. In the process, the bank helped spark the industrial revolution in Pittsburgh.

The Bank of New York and Mellon have grown their businesses internationally through organic growth, by acquisition and through a series of highly effective strategic alliances. Both companies have embraced the changes that have faced the global financial services industry and, as their reach expanded beyond traditional domestic borders, have now created a global business that is the recognized leader in its field.

For over 100 years we have been serving clients around the world and so developed a deep understanding of how global markets ebb and flow, enabling us to provide global services with a local touch and a substantial knowledge of different markets.

### ***The Bank of New York Mellon Corporation***

Today The Bank of New York Mellon Corporation has more than 40,000 employees, more than one quarter of who are located outside the United States. The Bank of New York Mellon Corporation serves more than 100 markets through a global presence in 34 countries and 54 cities, establishing it as a truly global provider to a truly global clientele.

The Bank of New York Mellon Corporation is positioned to deliver world-class service to clients, provide superior performance to shareholders and create more and better opportunities for the people who keep the company strong – all while sustaining a commitment to the communities in which it operates.

Two great companies have been reborn as one, true to the traditions on which they were founded.

BNY Mellon Pension Services, the division that currently services, and would continue to service, the City of Scranton Composite Pension Trust, is an industry leader and has provided integrated solutions to pension plans for over thirty years.

Our services would include:

- Portfolio construction and management in accordance with investment policy
- Investment manager selection and monitoring
- Portfolio monitoring and rebalancing
- Cash management



BNY Mellon continues to maintain strong financial strength. BNY Mellon is the only US financial firm rated triple-A at bank level by Moody's.

<b>The Bank of New York Mellon Corporation</b>	<b>Moody's</b>	<b>S&amp;P</b>	<b>Fitch</b>
Long-term Senior Debt	Aa2	AA-	AA-
Subordinated Debt	Aa3	A+	A+
Trust Preferred Securities	A1	A-	A
Short-term	P1	A-1+	F1+
Outlook	Stable	Stable	Stable
<b>The Bank of New York Mellon</b>	<b>Moody's</b>	<b>S&amp;P</b>	<b>Fitch</b>
Long-term Deposits	Aaa	AA	AA
Long-term Senior Debt	Aaa	AA	AA-
Short-term Deposits	P1	A-1+	F1+
Outlook	Stable	Stable	Stable
<b>BNY Mellon N.A.</b>	<b>Moody's</b>	<b>S&amp;P</b>	<b>Fitch</b>
Long-term Deposits	Aaa	AA	AA
Long-term Senior Debt	Aaa	AA	AA-
Short-term Deposits	P1	A-1+	F1+
Outlook	Stable	Stable	Stable

Ratings are as of May 11, 2011. Additional financial information can be found in the Investor Relations section of our website ([www.bnymellon.com](http://www.bnymellon.com)).

**3 SERVICES - GENERAL.** Provide a brief description of the services that you will provide if selected. The essential services sought are to include consulting and plan management oversight, investment management, trust and custodial services, distribution of benefit payments to pensioners, attendance at all regularly Composite Pension Board Meetings, (12 meetings per year), issuance of quarterly performance reports, and a plan year end summary report. In response to this RFP, your firm or organization will be providing the following service. Please check all that apply:

- ✓ Plan management consulting / monitoring services
- ✓ Trust and Custodial services
- ✓ Investment management services
- ✓ Administrative services, including retiree benefit payments and periodic distributions
- ✓ **ALL OF THE ABOVE SERVICES**

BNY Mellon will provide all services as indicated above and as summarized below.



**Services Summary – Each of the four categories listed above are summarized below.**

The BNY Mellon Integrated Solution offers a comprehensive array of services, and is able to address all of the essential services sought by The City of Scranton for management of the Composite Pension Trust.

#### **Plan management consulting / monitoring services**

- Asset allocation modeling and analysis
- Investment policy analysis
- Assistance with the development of investment policy and guidelines
- Periodic performance reporting including benchmark comparison
- Periodic investment reviews
- Manager performance and review
- Investment manager selection as it relates to BNY Mellon investment strategies

Through our advisory and investment management services, we focus on a high degree of customization when determining the appropriate asset allocation and investment management for a plan. The asset/liability analysis and modeling we perform for our clients is constructed not only at the beginning of the relationship, but also as ongoing support.

We focus on understanding the movement of both the assets and the liabilities of a plan (or Master Trust), and how these values may move and change over time. Our goal is to implement the most effective asset allocation for a plan in consideration of our analyses and given the specific set of goals, objectives, and risks outlined by each plan sponsor. This analysis and understanding is what we consider the building block of defined benefit plan management.

#### **Trust and Custody Services**

- Accept full responsibility for custody and safekeeping of assets
- Accept contributions to the Trust
- Collect interest, dividends and income due the Trust
- Execute security transactions
- Make distributions or transfers out of the Trust
- Determine fair market value of the assets monthly
- Monthly accrued, trade date adjusted accounting statements
- Annual ERISA Form 5500 summary accounting package
- Annual SAS-70 report

BNY Mellon is one of the largest asset servicers in the world, with over \$25 trillion in assets under custody and administration (as of 3/31/2011). Our services offer comprehensive reporting and a full suite of retiree disbursement services. Clients are able to use our internet delivery product, Workbench, which is an integrated secure

site on the web that provides timely access to real-time cash, custody, accounting, and benefit disbursement reports.

### **Investment Management Services**

- Full investment management services
- Portfolio construction and management in accordance with investment policy guidelines
- Investment manager selection
- Investment manager monitoring and replacement
- Portfolio monitoring and rebalancing
- Cash management
- Quarterly and annual performance reporting
- Attendance at Composite Pension Board Meetings

BNY Mellon Asset Management currently has over \$1 trillion in assets under management as of 3/31/2011. As the 4<sup>th</sup> largest manager of U.S. defined benefit assets (Pension and Investments, May 2010) and the 8<sup>th</sup> largest U.S. money manager (Institutional Investor, July 2010), we are an industry leader in delivering solutions to our clients.

When designing and customizing investment portfolios for institutional clients, we leverage BNY Mellon's investment firms organized under BNY Mellon Asset Management (BNYMAM), which are a collection of unique, dynamic and institutionally focused investment companies. Each firm acts as a separate entrepreneurial unit and is free to pursue a distinctive investment process.

BNYMAM includes 18 independent investment firms with numerous active, passive and alternative strategies available. BNYMAM offers more than 275 institutional asset management product offerings that cover virtually all investment styles. As such, our database of managers and strategies/funds is created and stored within BNY Mellon. However, for analytical purposes, strategies are available through a variety of databases that are able to be accessed by clients, consultants and the investment community in general.

We perform thorough due diligence on current strategies and those we believe may be suitable for client portfolios. Our process includes understanding the investment objectives of the strategy, meeting with the portfolio manager, comparing the characteristics to other strategies within the asset class, and understanding the correlation between the strategy and those already employed in our portfolios. The process is highly customized and not all strategies are appropriate for every client. We work to understand the suitability of a strategy in the context of each client's portfolio.

### **Administrative Services (Pension Payroll Processing)**

- Provide periodic payment services
- Provide non-periodic payment services
- Provide 1099R reporting
- Provide Federal Tax filing



- Provide State Tax filing
- Provide Annual TEFRA notice

#### **4. SERVICES - SPECIFIC**

a. Separate Financial Account Statements for the City of Scranton Composite Pension Trust Fund must be furnished monthly as follows:

- (1) Composite pension trust fund. (20 Copies)
- (2) Police Pension Fund including Police Old Widows Fund. (5 Copies)
- (3) Firemen's Pension Fund, including Firemen's Old Widows Fund. (5 Copies)
- (4) Non-Uniform Pension Fund. (5 Copies)

BNY Mellon will provide statements as requested above.

b. To facilitate the preparation of the aforementioned financial statements the City of Scranton would prefer a "Master Trust" accounting process.

BNY Mellon is a national leader in providing Master Trust services. We will provide a master trust accounting structure and provide the necessary accounting statements as requested.

c. Members' contributions will be transferred on a semi-monthly basis.

BNY Mellon will accept and process transfers of contributions regardless of their timing.

d. Retiree pension checks are disbursed as follows:

Police and Firemen on a semi-monthly basis, Non-Uniform and Old Widow's Fund checks on a monthly basis. The Police and Firemen receive cost of living increases each year and benefits must be adjusted accordingly. Direct deposit, 1099R reporting, and all applicable tax filing is the responsibility of the Trustee / custodian. (See Exhibit "A" for details.)

BNY Mellon will disburse all pension checks in accordance with the City's request and issue 1099R's at year-end for tax reporting.

e. The City of Scranton reserves the option of issuing its own pension checks in the future.

The City may exercise this option at any time by notifying BNY Mellon.

f. Assets from each pension fund are commingled into a single pension trust fund, comprised of 4 separate segments.

BNY Mellon will manage the assets on a combined basis in a Master Trust configuration. All investment activity will occur in the aggregated manager account. Sub accounting is provided for each plan as requested.

g. Administrative, trust and custody fees shall be stated on an annual basis as either a percentage (%) of plan assets or a dollar amount. All fees should be clearly indicated in written format on the attached worksheet. (See Page 8)

BNY Mellon fees are detailed on the attached worksheet.

h. The cost of investment management shall be stated as a percentage of assets. *[Please note the City reserves the right to invest a portion of its assets with another financial institution. Obviously, payments will be made to the successful proposer for only its respective portion of the assets being managed.]*

The cost of investment management is stated as a percentage of assets under management. BNY Mellon will only apply custodial fees to the portion of assets that is not managed by BNY Mellon.

i. 17 copies of your proposal must accompany your bid.

Seventeen copies of our response to this Request for Proposal have been provided for your consideration.

j. Your proposal must include the 1, 3, 5, and 10-year performance of your firm's equity and bond management process, or for the funding selection used exclusively for funding retirement plans. Your performance data should identify the asset classifications as outlined in part V, Page 8 of this RFP. Performance data should include performance through June 30, 2011.

Please see Exhibit A for actual performance results during the period for which the Bank of New York Mellon has been managing your account.

Please see Exhibit B for performance for extended periods up to 10 years, as requested.

5. **TERM.** The duration of the contract will be for a five-year period, beginning 07/01/2011 and ending 06/30/2015. However, the City has the right to discontinue the contract at any time after 60 days notice to the successful proposer.

BNY Mellon would be honored to continue to serve the City of Scranton for this contract period.

6. **FEE STRUCTURE.** Please reflect appropriate fees and/or costs in Part V, Fee Worksheet, on Page 8 of the RFP.

See enclosed Worksheet for fee detail.

TAB II

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INVESTMENT PERFORMANCE EXHIBITS



# Exhibit A

## Trust Account Performance Report

Period Ending 3/31/2011

Client Portfolio Manager : Donald D. Brown, CFA  
Phone # : 412-234-8929  
Email : donald.d.brown@bnymellon.com

City of Scranton

Total Account Market Value \$ 55,060,478

Account Returns	Annualized Returns						Since Inception **
	Prior 3 Months	YTD	1 year	3 years	5 years	10 years	
SCNF17136302	5.20	5.20	15.71	3.73	--	--	3.91
Benchmark*	5.14	5.14	15.55	4.33	--	--	4.39
* (10/1/10 - Current) Index Allocation is: 47% S&P 500 Index, 6% S&P 400 Mid Cap Index, 5% Russell 2500 Growth Index; 5% Russell 2500 Value Index, 6% Russell 2000 Index; 11% MSCI EAFE Index (Net Div.), 20% Barclays Capital Aggregate Bond Index							
* (3/1/08 - 9/30/10) Index Allocation is: 47% S&P 500 Index, 6% S&P 400 Mid Cap Index, 5% Russell 2500 Growth Index; 5% Russell 2500 Value Index, 6% S&P 600 Small Cap Index; 11% MSCI EAFE Index (Net Div.), 20% Barclays Capital Aggregate Bond Index							
* (Inception - 2/29/08) Index Allocation is: 40% S&P 500 Index, 10% S&P 400 Mid Cap Index, 10% S&P 600 Small Cap Index, 10% MSCI EAFE International Stock Index, 30% Barclays Capital Aggregate Bond Index							

\*\* Inception date: 9/30/06

Bank Sponsored Collective Fund Returns	Annualized Returns						Since Inception
	Inception Date	Prior 3 Months	YTD	1 year	3 years	5 years	
EB Mellon Total Return Fund	01/02/01	0.50	0.50	5.02	5.93	7.11	6.32
Barclays Capital U.S. Aggregate Bond Index		0.42	0.42	5.12	5.30	6.03	5.73
EB US Large Cap Core Equity Pooled Fund	02/01/10	6.71	6.71	18.04	--	--	24.50
S&P 500 Index		5.92	5.92	15.65	--	--	22.36
PE US Large Cap Core 130/30 Equity Fund	04/01/07	5.82	5.82	17.31	3.08	--	2.21
S&P 500 Index		5.92	5.92	15.65	2.35	--	0.44
EB Daily Valued Enhanced Large Cap Core Fund	08/31/97	6.68	6.68	15.26	1.95	2.53	4.32
S&P 500 Index		5.92	5.92	15.65	2.35	2.62	4.72
EB Daily Valued Enhanced Mid Cap Core Fund	12/01/08	10.26	10.26	26.75	--	--	34.68
S&P 400 Mid Cap Index		9.36	9.36	26.95	--	--	34.44
PE US Small-Mid Cap Growth Equity Fund	03/28/07	9.92	9.92	26.23	5.94	--	5.65
Russell 2500 Growth Index		9.83	9.83	30.08	9.67	--	5.44
PE US Small-Mid Cap Value Equity Fund	03/28/07	8.00	8.00	20.23	7.80	--	3.40
Russell 2500 Value Index		7.68	7.68	22.67	7.95	--	1.22
PE US Small Cap Opportunistic Value Equity Fund	03/01/92	7.17	7.17	29.29	22.19	12.45	16.33
Russell 2000 Index		7.94	7.94	25.79	8.57	3.35	9.02
EB NCML International Equity Fund	09/01/06	1.76	1.76	11.72	-4.63	--	1.08
MSCI EAFE Index (Net Div.)		3.37	3.37	10.42	-3.01	--	0.46
EB Temporary Investment Fund	01/31/85	0.06	0.06	0.30	0.83	2.56	4.84
BofA ML 91 Day T-Bill Index		0.05	0.05	0.16	0.51	2.23	4.58

Since Inception return for the indexes shown correspond to the fund inception date, not the index inception date.

TAB II

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INVESTMENT PERFORMANCE EXHIBITS

## Exhibit A

### Trust Account Performance Report

Period Ending 3/31/2011

Client Portfolio Manager : Donald D. Brown, CFA  
Phone # : 412-234-6929  
Email : donald.d.brown@bnymellon.com

The Bank of New York Mellon is the investment manager for all the collective funds. The Bank of New York Mellon is a subsidiary of BNY Mellon Corporation. The Bank of New York Mellon is the investment manager for the EB Mellon Total Return Fund and Pacific Investment Management Company acts as the nondiscretionary advisor to the fund.

Past performance is not indicative of future returns. Investment returns and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost.

#### Data for Bank Sponsored Collective Fund Returns:

Any fund returns reflected in the report are that of Bank Sponsored Collective Trust Funds maintained by The Bank of New York Mellon as discretionary trustee. The performance information provided, if any, is gross of fees and reflects both income and capital appreciation. Management fees will reduce a client's actual return.

A client's actual portfolio return will be reduced by management fees and any other expenses that may be incurred in the management of the client's account. Assuming a 5% total return for a 5-year period, the value of \$1,000 invested January 1, 2006 would total \$1,283 as of December 31, 2010, or \$1,239 adjusting for the standard investment management fee schedule for active portfolio management (70 basis points annually).

#### Data source for Trust Account returns: Performance & Risk Analytics

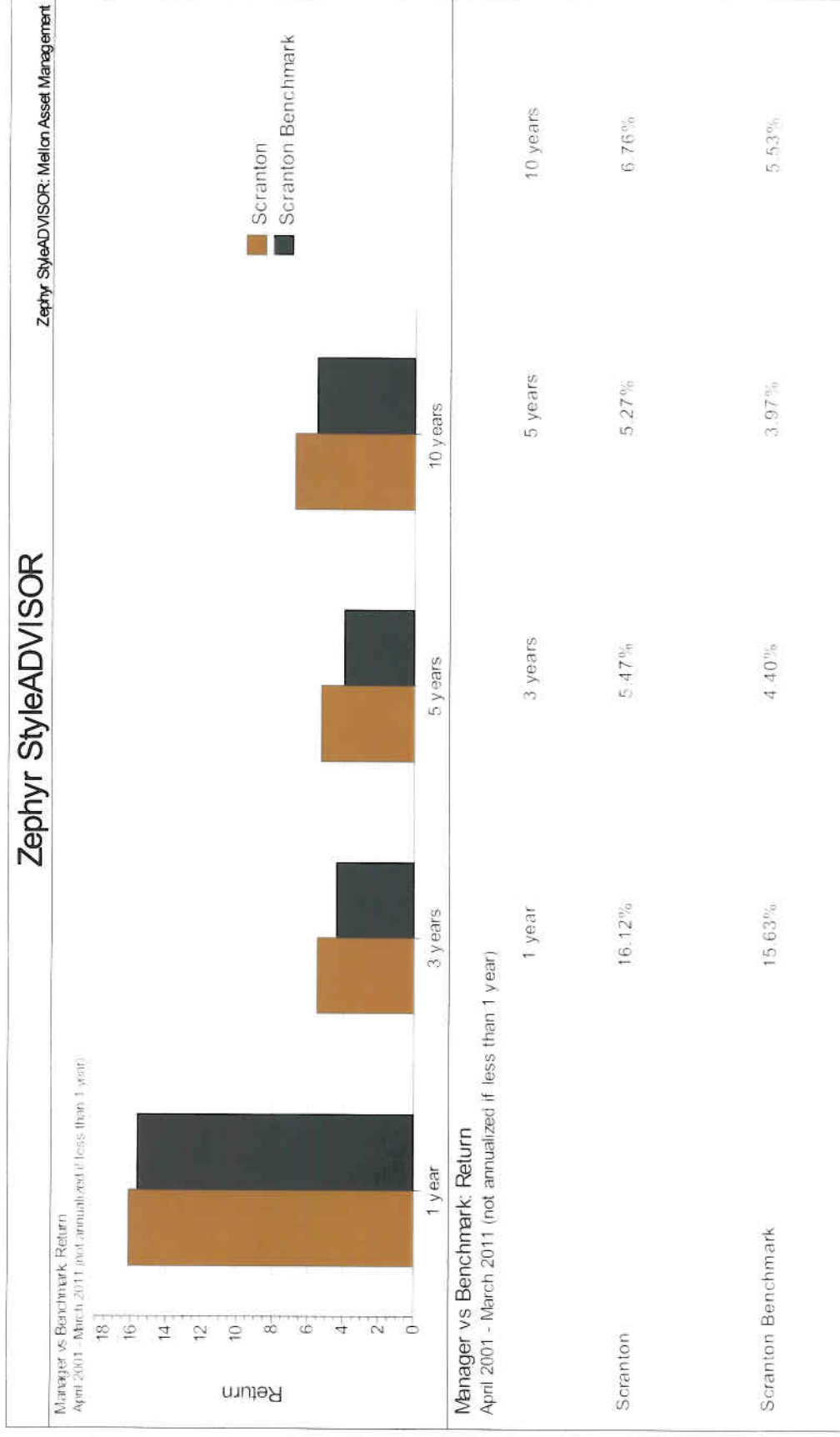
The investment products described in this report are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency, and involve risk, including possible loss of principal.

\*\* Small cap stocks typically involve a higher risk of price fluctuation than large company stocks.

\*\* International investing involves special risks, such as currency-exchange and share-price fluctuation.

\*\* An investment in Fixed Income is neither insured nor guaranteed by the FDIC or the U.S. government.

## Exhibit B



Analysis Parameters : Gross of fees; portfolio rebalanced monthly

Refer to disclosures following this presentation

## Exhibit B – Disclosures

Due to the short history of several funds listed in the Scranton Portfolio shown on the previous page, the performance of the Scranton Portfolio includes iterations of re-weighting in order to present a longer track record for the Portfolios. Re-weighting refers to the practice of removing the fund with the short record when its performance history no longer exists, and dividing the percentage weight of that fund across the total remaining funds in the portfolio. For example, if a fund were to have a track record of only one year, then to simulate performance for a period of more than one year, that fund would be removed from the portfolio, and its allocated weight would be spread pro-rata across the remaining funds in the portfolio.

Due to the short history of 3 funds in the Scranton Portfolio, the re-weighting process was performed 4 times to account for an inception date of 4/1/03 of the PE Small-Mid Cap Growth Equity Fund, an inception date of 9/1/05 of the PE Small-Mid Cap Value Equity Fund, and an inception date of 5/1/07 of the PE Large Cap 130/30 Equity Fund.

**Scranton Portfolio: 5/1/07-3/31/11:** 20% EB Mellon Total Return Fund, 11% PE Large Cap 130/30 Equity Fund, 11% EB US Large Cap Core Equity Fund, 5% PE Small-Mid Cap Growth Equity Fund, 5% PE Small-Mid Cap Value Equity Fund, 6% PE Small Cap Opportunistic Value Equity Fund, 25% EB DV Enhanced Large Cap Core Fund, 6% EB DV Enhanced Mid Cap Core Fund, 11% EB NCML International Equity Fund 9/1/05-5/1/07: 22.5% EB Mellon Total Return Fund, 12.4% EB US Large Cap Core Equity Fund, 5.6% PE Small-Mid Cap Growth Equity Fund, 5.6% PE Small-Mid Cap Value Equity Fund, 6.7% PE Small Cap Opportunistic Value Equity Fund, 28.1% EB DV Enhanced Large Cap Core Fund, 6.7% EB DV Enhanced Mid Cap Core Fund, 12.4% EB NCML International Equity Fund 4/1/03-9/1/05: 23.8% EB Mellon Total Return Fund, 13.1% EB US Large Cap Core Equity Fund, 6.0% PE Small-Mid Cap Growth Equity Fund, 7.1% PE Small Cap Opportunistic Value Equity Fund, 29.8% EB DV Enhanced Large Cap Core Fund, 7.1% EB DV Enhanced Mid Cap Core Fund, 13.1% EB NCML International Equity Fund 4/1/01-4/1/03: 25.3% EB Mellon Total Return Fund, 13.9% EB US Large Cap Core Equity Fund, 7.6% PE Small Cap Opportunistic Value Equity Fund, 31.7% EB DV Enhanced Large Cap Core Fund, 7.6% EB DV Enhanced Mid Cap Core Fund, 13.9% EB NCML International Equity Fund

**Scranton Benchmark: 5/1/07-3/31/11:** 20% Barclays Capital US Aggregate, 47% S&P 500, 5% Russell 2500 Growth, 5% Russell 2500 Value, 6% Russell 2000, 6% S&P 400, 11% MSCI EAFE (net) 9/1/05-5/1/07: 22.5% Barclays Capital US Aggregate, 40.5% S&P 500, 5.6% Russell 2500 Growth, 5.6% Russell 2500 Value, 6.7% Russell 2000, 6.7% S&P 400, 12.4% MSCI EAFE (net) 4/1/03-9/1/05: 23.8% Barclays Capital US Aggregate, 42.9% S&P 500, 6% Russell 2500 Growth, 7.1% Russell 2000, 7.1% S&P 400, 13.1% MSCI EAFE (net) 4/1/01-4/1/03: 25.3% Barclays Capital US Aggregate, 45.6% S&P 500, 7.6% Russell 2000, 7.6% S&P 400, 13.9% MSCI EAFE (net)



# Disclosures

- BNY Mellon Asset Management is the umbrella organization for BNY Mellon's affiliated investment management firms and global distribution companies. BNY Mellon is the corporate brand of The Bank of New York Mellon Corporation.
- Unless otherwise noted, all references to assets under management (which are approximate) are as of 9/30/10. AUM for Blackfriars Asset Management, The Boston Company Asset Management, EACM Advisors, Mellon Capital Management Corporation and Standish Mellon Asset Management Company LLC includes assets managed by those individual firms' officers as associated persons, dual officers or employees of The Dreyfus Corporation. In addition, AUM for the following firms may include assets managed by them as non-discretionary investment manager for, or by the individual firms' officers as dual officers or employees of, The Bank of New York Mellon: Blackfriars Asset Management, BNY Mellon Cash Investment Strategies, The Boston Company Asset Management, LLC, The Dreyfus Corporation, Mellon Capital Management Corporation, Newton Capital Management Limited (part of The Newton Group), Standish Mellon Asset Management Company LLC, and Urdang Securities Management, Inc.
- Rankings include assets managed by BNY Mellon Asset Management and BNY Mellon Wealth Management. Each ranking may not include the same mix of firms.
- Products or services described herein are provided by BNY Mellon, its subsidiaries, affiliates or related companies and may be provided in various countries by one or more of these companies where authorized and regulated as required within each jurisdiction. However, this material is not intended, nor should be construed, as an offer or solicitation of services or products or an endorsement thereof in any jurisdiction or in any circumstance that is otherwise unlawful or unauthorized. The investment products and services mentioned here are not insured by the FDIC (or any other state or federal agency), are not deposits or guaranteed by any bank, and may lose value.
- This material is not intended as an offer to sell or a solicitation of an offer to buy any security, and it is not provided as a sales or advertising communication and does not constitute investment advice. MBSC Securities Corporation, a registered broker-dealer, FINRA member and wholly-owned subsidiary of BNY Mellon, has entered into agreements to offer securities in the U.S. on behalf of certain BNY Mellon Asset Management firms.
- *Mutual fund investors should consider the investment objectives, risks, charges, and expenses of a fund carefully before investing. Contact your financial advisor to obtain a prospectus that contains this and other information about a fund, and read it carefully before investing.*
- *An investment in any money market fund is not insured or guaranteed by the FDIC or any other governmental agency. Although a money market fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a money market fund. Yield fluctuates. Past performance is no guarantee of future results.*
- Interests in any investment vehicles may be offered and sold in Canada through BNY Mellon Asset Management Canada, Ltd., a Portfolio Manager and Exempt Market Dealer.
- Alcentra Ltd., Blackfriars Asset Management Limited, Insight Investment, Newton Capital Management Limited, Newton Investment Management Limited, Pareto Investment Management Limited and Walter Scott & Partners Limited are authorized and regulated by the Financial Services Authority. The registered address for Alcentra Ltd. is 10 Gresham Street, London, EC2V7JD, England. The registered address for Blackfriars, Newton and Pareto is BNY Mellon Centre, 160 Queen Victoria Street, London, EC4V 4LA, England. The registered address for Insight Investment is 33 Old Broad Street, EC2N 1HZ, London. The registered address for Walter Scott is One Charlotte Square, Edinburgh, EH2 4DR, Scotland.
- BNY Mellon holds 95% of the parent holding company of The Alcentra Group. The Group refers to these affiliated companies: Alcentra Ltd. and Alcentra NY, LLC. Assets under management include assets managed by both companies. Only Alcentra NY, LLC offers services in the U.S.
- Ankura, Insight Investment and WestLB Mellon Asset Management do not offer services in the U.S. This presentation does not constitute an offer to sell, or a solicitation of an offer to purchase, any of the firms' services or funds to any U.S. investor, or where otherwise unlawful.
- Ankura Capital and Blackfriars Asset Management were previously called WestLB Mellon Asset Management (Australia) Pty Ltd and WestLB Mellon Asset Management (UK) Limited, respectively, when they were part of the WestLB Mellon Asset Management joint venture. They became wholly owned, independent investment boutiques of BNY Mellon on December 31, 2008.

# Disclosures

- BNY Mellon holds a 20% interest in Siguler Guff & Company, LP and certain related entities (including Siguler Guff Advisers LLC).
- BNY Mellon Beta Management is a division of The Bank of New York Mellon, a wholly-owned banking subsidiary of BNY Mellon. The firm has overlay under management of \$2.1 billion.
- BNY Mellon Cash Investment Strategies (CIS) is a division of The Dreyfus Corporation. BNY Mellon Cash Investment Services is a division of MBSC Securities Corporation. AUM does not include \$195.8 billion of securities lending cash collateral reinvestment assets managed by CIS staff acting as dual officers of The Bank of New York Mellon.
- BNY Mellon holds a 19.9% interest in Hamon Investment Group Pte Limited which is the parent of Hamon U.S. Investment Advisors Limited. Hamon's services are offered in the U.S. by Hamon U.S. Investment Advisors Limited.
- Mellon Capital Management Corporation AUM includes \$11.5 billion in overlay strategies.
- The Newton Group refers to the following group of affiliated companies: Newton Investment Management Limited, Newton Capital Management Limited, Newton International Investment Management Limited, Newton Fund Managers (CI) Limited. Assets under management include assets managed by all of these companies except Newton Capital Management LLC, which provides marketing services in the U.S. for Newton Capital Management Limited. Except for Newton Capital Management LLC and Newton Capital Management Limited, none of the other Newton companies offer services in the U.S.
- Pareto Investment Management Limited AUM includes \$46.7 billion in currency overlay and alpha strategies.
- AUM is for WestLB Mellon Asset Management Holdings Ltd., a 50:50 joint venture between BNY Mellon and WestLB AG.
- Equity markets are subject generally to market, market sector, market liquidity, issuer and investment style risks, and fixed income markets are subject generally to interest rate, credit, liquidity, pre-payment and extension, and market risks among other factors, all to varying degrees. Investing in international markets involves special risks, including changes in currency exchange rates, political, economic, and social instability, a lack of comprehensive company information, differing auditing and legal standards, and less market liquidity.
- Investments in hedge and private equity funds and fund of hedge and private equity funds (collectively, "Funds") are speculative and include the following special risks. Investments in Funds may be suitable only for certain investors. There can be no assurance that a Fund's investment objectives will be realized or that suitable investments may be identified. An investor could lose all or a substantial portion of his or her investment. Funds are generally not subject to the same regulatory oversight and/or regulatory requirements as a mutual fund. Successfully overcoming barriers to entry, e.g. legal and regulatory enterprise, does not guarantee successful investment performance. Investments may involve complex tax structures resulting in delays in distributing important tax information. Underlying managers or their administrators may fair value securities and other instruments for which there is no readily available market or third party pricing, or for which the manager believes the third party pricing does not accurately reflect the value of those securities, based on proprietary or other models. Funds may not be required to provide periodic pricing or valuation information to investors. Performance may be volatile. Underlying managers may employ leverage and other speculative investment practices that may increase the risk of investment loss. Adherence to risk control mechanisms does not guarantee investment returns. High fees and expenses at both levels in a fund of funds may offset an investor's profits. The investment adviser may have total discretion over underlying manager and strategy selection and allocation decisions. A lack of manager and/or strategy diversification may result in higher risk. There may be restrictions on transferring interests in a fund of funds vehicle. There is generally no secondary market for an investor's interest in a fund. This is not an inclusive list of all risk factors. Parties should independently investigate any investment strategy or manager, and consult with qualified investment, legal, and tax professionals before making any investment.

# Disclosures

## Collective Trust Funds

The Bank of New York Mellon is the investment manager for all the collective funds. The Bank of New York Mellon is a subsidiary of BNY Mellon Corporation. The Bank of New York Mellon is the investment manager for the EB Mellon Total Return Fund and Pacific Investment Management Company acts as the nondiscretionary advisor to the fund.

Any fund returns reflected in the report are that of Bank Sponsored Collective Trust Funds maintained by The Bank of New York Mellon as discretionary trustee. The performance information provided, if any, is gross of fees and reflects both income and capital appreciation. Management fees will reduce a client's actual return.

A client's actual portfolio return will be reduced by management fees and any other expenses that may be incurred in the management of the client's account. Assuming a 5% total return for a 5-year period, the value of \$1,000 invested October 1, 2005 would total \$1,283 as of September 30, 2010, or \$1,239 adjusting for the standard investment management fee schedule for active portfolio management (70 basis points annually).

Effective December 31, 2007, Mellon Equity Associates merged into Mellon Capital Management Corporation. Effective February 19, 2008, the Quantitative Equity Management Group of The Bank of New York integrated into Mellon Capital. Effective January 1, 2009, Franklin Portfolio Associates merged into Mellon Capital. Mellon Capital AUM includes \$10.7 billion in overlay strategies.

## Representation On Performance

Past performance is not indicative of future returns. Investment returns and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. Market volatility can significantly impact short-term performance. In some instances, Composite performance of the portfolio managers' strategies are provided for illustrative purposes. There are many differences between the collective funds and portfolio strategies that are not being illustrated in this presentation that would have affected the performance.

\*\* Small cap stocks typically involve a higher risk of price fluctuation than large company stocks.

\*\* International investing involves special risks, such as currency-exchange and share-price fluctuation.

\*\* An investment in Fixed Income is neither insured nor guaranteed by the FDIC or the U.S. government.

# Disclosures

## **Indexes (Benchmarking)**

An index is a hypothetical portfolio of specific securities (common examples are the Dow Jones Industrials and the S&P 500), the performance of which is often used as a benchmark in judging the relative performance of securities such as mutual funds, stocks and variable annuities. Indexes are unmanaged portfolios and should only be used as comparisons with securities with similar investment characteristics and criteria. The characteristics of the index(es) included in this report are described below for your reference. It is impossible to invest in an index.

Indexes represent different asset classes, and there are often material differences between types of indexes. Some represent asset classes that involve risk of principal loss, while others represent assets, which are guaranteed by the U.S. Government or insured by the FDIC. For details about material differences as they pertain to indexes used in these illustrations, please refer to the descriptions below.

## **US Equity**

**Standard & Poor's – US Equity Indexes:** Standard & Poor's Indexes are trademarks of McGraw-Hill Inc., and have been licensed to use by Mellon Financial Corporation (together with its affiliates and subsidiaries). The foregoing index licensor does not sponsor, endorse, sell or promote the investment strategies or products mentioned in this article and they make no representation regarding the advisability of investing in the products or strategies described herein.

**S&P 500 ® Index** – a market capitalization-weighted index composed of 500 widely held common stocks listed on the New York Stock Exchange, American Stock Exchange, and Over-the-Counter market.

**S&P 400 ® Index** – consists of 400 domestic stocks chosen for market size, liquidity, and industry group representation. It is a market value-weighted index, with each stock affecting the index in proportion to its market value.

**Frank Russell Company – US Equity Indexes:** Frank Russell Company is the owner of the trademarks and copyrights relating to the Russell 3000 ® Index, the Russell 1000 ® Index, and the Russell 2000 ® Index. The foregoing index licensor does not sponsor, endorse, sell or promote the investment strategies or products mentioned in this article and they make no representation regarding the advisability of investing in the products or strategies described herein.

**Russell 2000 ® Index** – a market capitalization-weighted index comprising 2,000 of the smallest stocks in the Russell 3000 Index. Representing approximately 8% of the Russell 3000 index, this is small cap index.

**Russell 2500 Growth Index** - Measures the performance of those Russell 2500 companies with higher price-to-book ratios and higher forecasted growth values.

**Russell 2500 Value Index** - Measures the performance of those Russell 2500 companies with lower price-to-book ratios and lower forecasted growth values.

# Disclosures

## Indexes (Benchmarking) continued

### Non-US Equity

#### **Morgan Stanley Capital International Inc. – Non-US Equity Indexes**

These indexes are a trademark of Morgan Stanley Capital International Inc. The foregoing index licensor does not sponsor, endorse, sell or promote the investment strategies or products mentioned in this article and they make no representation regarding the advisability of investing in the products or strategies described herein.

**MSCI EAFE Index** - This index is listed for foreign stock funds (EAFE refers to Europe, Australasia, and Far East). Widely accepted as a benchmark for international stock performance, the EAFE Index is an aggregate of 21 individual country indexes that collectively represent many of the major markets of the world.

### Fixed Income

**Barclays Capital – Fixed Income Indexes:** These indexes are a trademark of The Barclays Capital Inc. The foregoing index licensor does not sponsor, endorse, sell or promote the investment strategies or products mentioned in this article and they make no representation regarding the advisability of investing in the products or strategies described herein.

**Barclays Capital U.S. Aggregate Bond Index** - is a broad representation of the investment-grade fixed income market in the U.S. It includes U.S. government and corporate debt securities, mortgage and asset backed securities, and international U.S. dollar-denominated bonds. All securities contained in the Index are investment grade debt issues with at least \$250 million par amount outstanding and with a minimum term to maturity of one year.



TAB III

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FEE EXHIBIT

TAB IV

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APPENDIX

## AFFIRMATIVE ACTION CERTIFICATION

During the term of this contract, Bidder agrees as follows:

(1) Bidder shall not discriminate against any employee, applicant for employment, independent contractor or any other person because of race, color, religious creed, ancestry, national origin, age, sex or handicap. Bidder shall take affirmative action to insure that applicants are employed, and that employees or agents are treated during employment, without regard to their race, color, religious creed, ancestry, national origin, age, sex or handicap. Such affirmative action shall include, but is not limited to the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training. Bidder shall post in conspicuous places, available to employees, agents, applicants for employment, and other persons, a notice to be provided by the contracting agency setting forth the provision of this affirmative action certification.

(2) Bidder shall, in advertisements or requests for employment placed by it or on its behalf, state all qualified applicants will receive consideration for employment without regard to race, color, religious creed, ancestry, national origin, age, sex or handicap.

(3) Bidder shall send each labor union or workers' representative with which it has a collective bargaining agreement to other contract or understanding, a notice advising said labor union or worker's representative of its commitment to this affirmative action certification. Similar notice shall be sent to every other source of recruitment regularly utilized by bidder.

(4) It shall be no defense to a finding of noncompliance with this affirmative action certification that bidder has delegated some of its employment practices to any union, training program, or other source of recruitment which prevents it from meeting its obligations. However, if the evidence indicates that the bidder was not on notice of the third-party discrimination or made a good faith effort to correct it, such factor shall be considered in mitigation in determining appropriate sanctions.

(5) Where the practices of a union or of any training program or other source of recruitment will result in the exclusion of

AFFIRMATIVE ACTION CERTIFICATION --cont'd--

minority group persons, so that bidder will be unable to meet its obligations under this affirmative action certification, bidder shall then employ and fill vacancies through other affirmative action employment procedures.

(6) Bidder shall comply with all state and federal laws prohibiting discrimination in hiring or employment opportunities. In the event of bidder's noncompliance with the affirmative action certification of this contract or with any such laws, this contract may be terminated or suspended, in whole or in part, and bidder may be declared temporarily ineligible for further City of Scranton contracts, and other sanctions may be imposed and remedies invoked.

(7) Bidder shall furnish all necessary employment documents and records to, and permit access to its books, records, and accounts by, the City of Scranton Department of Business Administration, for purposes of investigation to ascertain Compliance with the provision of this certification. If bidder does not possess documents or records reflecting the necessary information requested, it shall furnish such information on reporting forms supplied by the City of Scranton Department of Business Administration.

(8) Bidder shall actively recruit minority subcontractors or subcontractors with substantial minority representation among their employees.

(9) Bidder shall include the provisions of this affirmative action certification in every subcontract, so that such provisions will be binding upon each subcontractor.

(10) Bidder's obligations under this clause are limited to the bidder's facilities within Pennsylvania, or where the contract is for purchase of goods manufactured outside of Pennsylvania, the facilities at which such goods are actually produced.

DATE: 5/10/2011

The Bank of New York Mellon

(Name of Bidder)

BY



TITLE Vice President



## CERTIFICATE OF NON-SEGREGATED FACILITIES

The Bidder certifies that he does not maintain or provide for his employees any segregated facilities at any of his establishments, and that he does not permit his employees to perform their services at any location under his control where segregated facilities are maintained. The Bidder certifies further that he will not maintain or provide for his employees any segregated facilities at any of his establishments, and that he does not permit his employees to perform their services at any location under his control where segregated facilities are maintained. The Bidder agrees that a breach of this certification will be a violation of the Equal Opportunity clause in any contract resulting from acceptance of his bid. As used in this certification, the term "segregated facilities" means any waiting rooms, work areas, restrooms and washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing directive or are in fact segregated on the basis of race, color, religion, or national origin, because of habit, local custom, or otherwise. The Bidder agrees that (except where he has obtained identical certifications from proposal sub-contractors for specific time periods) he will obtain identical certifications from proposed sub-contractors prior to the award of sub-contracts exceeding \$10,000 which are not exempt from the provisions of the Equal Opportunity clause, and that he will retain such certifications in his files.

NOTE; The penalty for making false statements in offers is prescribed in 18 U.S.C. 1001.

DATE 5/10/2011

The Bank of New York Mellon

(Name of Bidder)

By 

Title Vice President

NONCOLLUSION AFFIDAVIT OF PRIME BIDDER

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY

Donald D. Brown, being first duly sworn, deposes  
and says that:

1 He is An Officer  
(Owner, partner, officer, representative or agent)  
of The Bank of New York Mellon, the Bidder that has sub-  
mitted the bid;

2 He is fully informed respecting the preparation and contents  
of the attached Bid and of all pertinent circumstances respecting such  
Bid;

3 Such Bid is genuine and is not a collusive or sham Bid;

4 Neither the said Bidder nor any of its officers, partners, owners,  
agents, representatives, employees or parties in interest, including  
this affiant, has in any way colluded, conspired, connived or agreed,  
directly or indirectly with any other Bidder, firm or person to submit  
a collusive or sham Bid in connection with the Contract for which the  
attached Bid has been submitted or to refrain from bidding in connection  
with such Contract, or has in any manner, directly or indirectly, sought  
by agreement or collusion or communication or conference with any  
other Bidder, firm, or person to fix the price or prices in the attached  
Bid or of any other Bidder, or to fix any overhead, profit or cost element  
of the Bid price or the Bid price of any other Bidder, or to secure through  
any collusion, conspiracy, connivance or unlawful agreement any ad-  
vantage against the CITY OF SCRANTON (Local Public Agency) or  
any person interested in the proposed Contract; and;

5 The price or prices quoted in the attached Bid are fair and  
proper and are not tainted by any collusion, conspiracy, connivance  
or unlawful agreement on the part of the Bidder or any of its agents,  
representatives, owners, employees, or parties in interest, including  
this affiant.

NONCOLLUSION AFFIDAVIT  
SIGNATURE PAGE

SIGNED *Dale D. Brown*  
Vice President  
(Title)

SUBSCRIBED AND SWORN TO BEFORE ME

THIS 10<sup>TH</sup> DAY OF MAY, 2011

*Pamela M. Carter*  
Notary Public  
(Title)

MY COMMISSION EXPIRES 4-23, 2013.

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Pamela M. Carter, Notary Public  
City of Pittsburgh, Allegheny County  
My Commission Expires April 23, 2013  
Member, Pennsylvania Association of Notaries

## **Disclosures by Current Contractors**

1. Identify the municipal pension plan(s) for which you are providing information.

**City of Scranton Composite Pension Trust:**

**Police Pension Plan**

**Firemen's Pension Plan**

**Non-Uniformed Pension Plan**

2. Provide the names and titles of all individuals providing professional services to the City of Scranton pension plan or plans identified above including advisors and subcontractors of the Contractor. After each name provide a description of the responsibilities of that person with regard to the professional services being provided to each designated pension plan.

**The Bank of New York Mellon is the Plan's trustee and investment manager.**

**Gerald R Brazil, First Vice President, Manager of Client Service**

**Mary C. Blumm, Assistant Vice President: daily administrative services, cash flow and reporting support services for the plan.**

**Donald Brown, Vice President: investment asset allocation advisor and portfolio manager for the plan**

**Al Trezza – Investment Strategist**

- (a) List the names of any of the above individuals who are a current or former official or employee of the City of Scranton and their position;

**NONE**

- (b) List the name of any of the above individuals who has been a registered Federal or Pennsylvania State lobbyist and the date of the most recent renewal/registration. **NONE**



3. Since December 15, 2009, have any of the individuals identified in paragraph 2 above been employed by the City of Scranton. **NO**

(a) If the answer is yes, please identify the individual, his/her position with the municipality and dates of employment.

4. Since December 15, 2009, has the Contractor employed or paid compensation to a third party intermediary, agent or lobbyist to directly or indirectly communicate with any individual on the List of Municipal Officials in connection with any transaction or investment involving the Contractor and the municipal pension system. This question does not apply to any officer or employee of the Contractor who is acting within the scope of the Contractor's standard professional duties on behalf of the Contractor including the actual provision of legal, accounting, engineering, real estate or other professional advice, services or assistance pursuant to its professional services contract with the municipal pension system.

**NO**

5. Since December 15, 2009, has any agent, officer, director or employee of the Contractor solicited a third party to make a political contribution to any municipal official or candidate for municipal office in the City of Scranton or to the political party or political action committee of that official or candidate?

**NO**

(a) If the answer is yes, please identify: the agent, officer, director or employee who made the solicitation; the individual or individuals who were solicited; and the municipal officers, candidates, political party or political committee for whom the solicitation was made.

6. Since December 15, 2009, has the Contractor made any contribution to a municipal official or candidate for municipal office in the City of Scranton?

**NO**

- (a) If the answer is yes, please identify the recipient, the amount, and the date of the contribution.

7. Does the Contractor have a direct financial, commercial or business relationship with any individual on the List of Municipal Officials?

**NO**

- (a) With respect to every municipal official for which the answer is yes, identify that individual and provide a detailed written description of that relationship.

8. Since December 15, 2009, has the Contractor conferred any gift of more than a nominal value to any individual on the List of Municipal Officials? A gift includes money, services, loans, travel, entertainment, discount, or other things of value. **NO**

- (a) With respect to every municipal official for which the answer is yes, identify the recipient, the gift and the date it was conferred.

9. Did the Contractor make political contributions that meet all of the following four criteria: (i) The contribution was made in the last five years, specifically, since December 18, 2004; (ii) The contribution was made by an officer, director, executive-level employee or owner of at least five percent (5%) of the Contractor; (iii) The amount of the contribution was at least \$500.00 in the form of either a single contribution by an officer, director, executive-level employee, or owner of at least five percent (5%) or the aggregate of all contributions by all officers, directors, executive-level employees, and owners of at least five percent (5%);

and (iv) The contribution was made to a candidate for any public office in the Commonwealth or to an individual who holds that office, or to a political committee of a candidate for public office in the Commonwealth or of an individual who holds that office.

**NO**

- (a) If the answer is yes, then the Contractor shall provide the following information: the name and address of the contributor; the contributor's relationship to the Contractor; the name and office or position of each recipient; the amount of the contribution; and the date of the contribution.

10. With respect to your provision of professional services to the City of Scranton, are you aware of any apparent, potential or actual conflict of interest with respect to any officer, director or employee of the Contractor and officials or employees of the City of Scranton. **NO**

- (a) If the answer is yes, please provide a detailed written explanation of the circumstances which you believe provide a basis to conclude that an apparent, potential or actual conflict of interest may exist.

11. Please provide the name(s) and person(s) completing this Form. One of the individuals identified by the Contractor in paragraph 2 above must participate in completing this Form and must sign the below verification.

**Gerald R. Brazil – Director of Client Service**

**Mary Blumm - Assistant Vice President**

**Donald Brown - Vice President**

**Richard Novak – Compliance Officer**

## VERIFICATION

I, Donald D. Brown hereby state that I am Vice President for The Bank of New York Mellon, and I am authorized to make this verification.

I hereby verify that the facts set forth in the foregoing Act 44 Disclosure Form for Entities Providing Professional Services to the City of Scranton Pension System are true and correct to the best of my knowledge, information and belief.

I understand that false statements herein are made subject to the penalties of 18 P.A.C.S. § 4904 relating to unsworn falsification to authorities.

A handwritten signature in blue ink, appearing to read "Donald D. Brown", written over a horizontal line.

Signature

A handwritten date "5-10-11" in blue ink, written over a horizontal line.

Date